

EAGLE MATERIALS INC

Form 4/A

June 27, 2014

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CLARKE ROBERT L**

(Last) (First) (Middle)

711 LOUISIANA

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**EAGLE MATERIALS INC [EXP]**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/22/2013**

4. If Amendment, Date Original Filed (Month/Day/Year)  
**01/28/2014**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 07/22/2013                           |  | P                              | 1.136 A   | \$ 70.503 802.306 <sup>(1)</sup> / <sub>(2)</sub>   | I  | By wife's IRA                              |
| Common Stock                    | 11/07/2013                           |  | P                              | 1.034 A   | \$ 77.625 803.34 <sup>(1)</sup>   | I  | By wife's IRA                              |
| Common Stock                    | 01/24/2014                           |  | P                              | 1.008 A   | \$ 79.781 804.348 <sup>(1)</sup>  | I  | By wife's IRA                              |
| Common Stock                    | 05/07/2014                           |  | P                              | 0.966 A   | \$ 83.337 805.314 <sup>(1)</sup>  | I  | By wife's IRA                              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CLARKE ROBERT L<br>711 LOUISIANA<br>HOUSTON, TX 77002 |               | X         |         |       |

## Signatures

/s/ Scott M. Wilson as Attorney-in-Fact for Robert L. Clarke  
 Date: 06/27/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reporting person inadvertently omitted reporting his indirect beneficial ownership of shares of Common Stock owned by his wife's

(1) IRA at the time of their marriage on May 4, 2013. This filing corrects the number of shares and the nature of the indirect beneficial ownership reported in the reporting person's Form 4/A filed on June 6, 2014.

(2) The reporting person's wife's IRA acquired shares of Common Stock pursuant to a broker - administered dividend reinvestment program.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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